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URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

January 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-7474

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Monsanto Company
800 North Lindbergh Boulevard
St. Louis, MO 63167]

A description of the railroad equipment covered by the enclosed document is:

122 railcars within the series SHPX 202901 - SHPX 204033 as more particularly set forth in the attachment to the document.

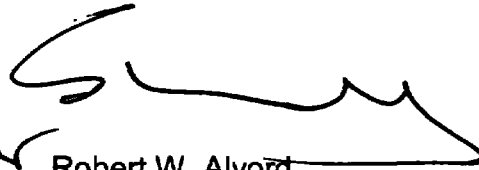
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARI II Funding LLC and Shippers Third LLC, all with respect to Monsanto Company, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

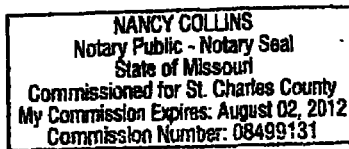
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

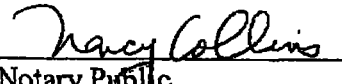
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Monsanto Company

Contract 3-7474 dated 9/19/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202901
	Tank	SHPX	202902
	Tank	SHPX	202903
	Tank	SHPX	202904
	Tank	SHPX	202905
	Tank	SHPX	202906
	Tank	SHPX	202907
	Tank	SHPX	202908
	Tank	SHPX	202909
	Tank	SHPX	202910
	Tank	SHPX	202911
	Tank	SHPX	202912
	Tank	SHPX	202913
	Tank	SHPX	202914
	Tank	SHPX	202915
	Tank	SHPX	202916
	Tank	SHPX	202917
	Tank	SHPX	202918
	Tank	SHPX	202919
	Tank	SHPX	202920
	Tank	SHPX	202921
	Tank	SHPX	202923
	Tank	SHPX	202924
	Tank	SHPX	202925
	Tank	SHPX	202926
	Tank	SHPX	202927
	Tank	SHPX	202928
	Tank	SHPX	202929
	Tank	SHPX	202930
	Tank	SHPX	202931
	Tank	SHPX	202932
	Tank	SHPX	202933
	Tank	SHPX	202934
	Tank	SHPX	202935

Schedule A

Equipment

Monsanto Company

Contract 3-7474

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202936
	Tank	SHPX	202937
	Tank	SHPX	202938
	Tank	SHPX	202939
	Tank	SHPX	202940
	Tank	SHPX	202941
	Tank	SHPX	202942
	Tank	SHPX	202943
	Tank	SHPX	202944
	Tank	SHPX	202945
	Tank	SHPX	202946
	Tank	SHPX	202947
	Tank	SHPX	202948
	Tank	SHPX	202949
	Tank	SHPX	202950
	Tank	SHPX	202951
	Tank	SHPX	202952
	Tank	SHPX	202953
	Tank	SHPX	202954
	Tank	SHPX	202955
	Tank	SHPX	202956
	Tank	SHPX	202957
	Tank	SHPX	202958
	Tank	SHPX	202959
	Tank	SHPX	202960
	Tank	SHPX	202961
	Tank	SHPX	202962
	Tank	SHPX	202963
	Tank	SHPX	202964
	Tank	SHPX	202965
	Tank	SHPX	202966
	Tank	SHPX	202967
	Tank	SHPX	202968
	Tank	SHPX	202969

Schedule A

Equipment

Monsanto Company

Contract 3-7474

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202970
	Tank	SHPX	202971
	Tank	SHPX	202972
	Tank	SHPX	202973
	Tank	SHPX	202974
	Tank	SHPX	202975
	Tank	SHPX	202976
	Tank	SHPX	202977
	Tank	SHPX	202978
	Tank	SHPX	202979
	Tank	SHPX	202980
	Tank	SHPX	202981
	Tank	SHPX	202982
	Tank	SHPX	202983
	Tank	SHPX	202984
	Tank	SHPX	202985
	Tank	SHPX	202986
	Tank	SHPX	202987
	Tank	SHPX	202988
	Tank	SHPX	202989
	Tank	SHPX	202990
	Tank	SHPX	202991
	Tank	SHPX	202992
	Tank	SHPX	202993
	Tank	SHPX	202994
	Tank	SHPX	202995
	Tank	SHPX	202996
	Tank	SHPX	202997
	Tank	SHPX	202998
	Tank	SHPX	202999
	Tank	SHPX	203001
	Tank	SHPX	203002
	Tank	SHPX	203003
	Tank	SHPX	203004

Schedule A

Equipment

Monsanto Company

Contract 3-7474

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	203005
	Tank	SHPX	203006
	Tank	SHPX	203007
	Tank	SHPX	203008
	Tank	SHPX	203009
	Tank	SHPX	203010
	Tank	SHPX	203011
	Tank	SHPX	203012
	Tank	SHPX	203013
	Tank	SHPX	203014
	Tank	SHPX	203015
	Tank	SHPX	203016
	Tank	SHPX	203017
	Tank	SHPX	203018
	Tank	SHPX	203019
	Tank	SHPX	203020
	Tank	SHPX	203021
	Tank	SHPX	203022
	Tank	SHPX	203023
	Tank	SHPX	204033
122			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/6/2010



Robert W. Alvord